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Counsel to the Debtors and  
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

- - - - - - - - - - - - - - - x  
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In re: : Chapter 11  
:  
CIRCUIT CITY STORES, INC., : Case No. 08-35653  
et al., :  
:  
Debtors. : Jointly Administered  
- - - - - - - - - - - - - - - x

**MOTION OF THE DEBTORS PURSUANT TO 11 U.S.C. § 105,  
AND LOCAL BANKRUPTCY RULE 9013-1(M) FOR AN ORDER  
SETTING AN EXPEDITED HEARING ON MOTION OF DEBTORS UNDER  
BANKRUPTCY CODE SECTIONS 366 TO MODIFY UTILITY ORDER**

The debtors and debtors in possession in the  
above-captioned cases (collectively, the "Debtors")<sup>1</sup>

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<sup>1</sup> The Debtors are the following entities: The Debtors and the last four digits of their respective taxpayer identification numbers  
(cont'd)

hereby move the Court (the "Motion") for the entry of an order, pursuant to 11 U.S.C. § 105 and Rule 9013-1(M) and (N) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia (the "Local Bankruptcy Rules"), setting an expedited hearing on the Debtors' Motion Under Bankruptcy Code Section 366 to Modify Utility Order (the "Utility Motion") for February 17, 2009, at 10:00 a.m. In further support of the Motion, the Debtors respectfully represent:

**JURISDICTION AND VENUE**

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. §

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*(cont'd from previous page)*

are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courchevel, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

157(b)(2). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are section 105(a) of the Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), and Local Bankruptcy Rule 9013-1(M) and (N).

**BACKGROUND**

3. On November 10, 2008 (the "Petition Date"), the Debtors filed voluntary petitions in this Court for relief under chapter 11 of the Bankruptcy Code.

4. The Debtors continue to manage and operate their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107 and 1108.

5. On November 12, 2008, the Office of the United States Trustee appointed a statutory committee of unsecured creditors (the "Creditors' Committee"). To date, no trustee or examiner has been appointed in these chapter 11 cases.

6. On January 16, 2009, the Court authorized the Debtors, among other things, to conduct going out of business sales at the Debtors' remaining 567 stores pursuant to an agency agreement (the "Agency Agreement")

between the Debtors and a joint venture, as agent (the "Agent"). On January 17, 2009, the Agent commenced going out of business sales pursuant to the Agency Agreement at the Debtors remaining stores.

**RELIEF REQUESTED**

7. On February 12, 2009, the Debtors filed the Utility Motion. By this Motion, the Debtors seek this Court's entry of an order setting an expedited hearing on the Utility Motion for Tuesday, February 17, 2009 at 10:00 a.m. (the "Expedited Hearing"), or as soon thereafter as counsel may be heard, to consider the Utility Motion.

8. As set forth in the Utility Motion, at the Expedited Hearing, the Debtors will seek entry of an order modifying the Utility Order by altering the nature of the Utility Blocked Account such that the amount is limited to \$5 million and is not subject to replenishment.

**BASIS FOR RELIEF**

9. The Debtors seek approval of an expedited process because the Corrected Order is directly affected by the Third Amendment, which the Debtors seek approval

of on February 17, 2009 pursuant to the Debtors' Motion for Order under 11 U.S.C. §§ 105, 361, 362, 363, 364 and 503 and Fed. R. Bankr. P. 2002, 4001 and 6004 Approving Amendment to Debtor-in-Possession Credit Agreement Effective as of January 17, 2009 (the "DIP Amendment Motion"). If the DIP Amendment Motion is heard and approved on February 17, 2009, the Utility Blocked Account will need to be modified. Thus, the relief requested in the DIP Amendment Motion and the Utility Motion are inextricably linked.

10. Thus, the Debtors believe cause exists to hear the Utility Motion on February 17, 2009 at 10:00 a.m. (Eastern time).

11. Local Bankruptcy Rule 9013-1 allows the setting of a hearing on an expedited basis as requested herein. Attached hereto as Exhibit B is the certification required under Local Rule 9013-1(N).

12. Additionally, section 105(a) of the Bankruptcy Code provides this Court with the power to set an expedited hearing on the Utility Motion. Section 105(a) states that a bankruptcy court "may issue any order, process, or judgment that is necessary or appropriate to

carry out the provisions of [the Bankruptcy Code]." 11 U.S.C. § 105(a).

**NOTICE**

13. Notice of this Motion and the Utility Motion have been provided to those parties who have requested notice pursuant to Bankruptcy Rule 2002 and the Core Group (as defined in the Order Pursuant to Bankruptcy Code Sections 102 and 105, Bankruptcy Rules 2002 and 9007, and Local Bankruptcy Rules 2002-1 and 9013-1 Establishing Certain Notice, Case Management, and Administrative Procedures (D.I. 130, the "Case Management Order")). The Debtors submit that, under the circumstances, no other or further notice need be given.

**WAIVER OF MEMORANDUM OF LAW**

14. Pursuant to Local Bankruptcy Rule 9013-1(G), and because there are no novel issues of law presented in the Motion and all applicable authority is set forth in the Motion, the Debtors request that the requirement that all motions be accompanied by a separate memorandum of law be waived.

**NO PRIOR REQUEST**

15. No previous request for the relief sought herein has been made to this Court or any other court.

**CONCLUSION**

WHEREFORE, the Debtors respectfully request that the Court enter an order, substantially in the form annexed hereto as Exhibit A, granting the relief requested in the Motion and such other and further relief as may be just and proper.

Dated: February 12, 2009      SKADDEN, ARPS, SLATE, MEAGHER & Richmond, Virginia      FLOM, LLP  
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P.O. Box 636  
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/s/ Douglas M. Foley.  
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One James Center  
901 E. Cary Street  
Richmond, Virginia 23219  
(804) 775-1000

Counsel for Debtors and Debtors in Possession

**EXHIBIT A**

|                                 |                                  |
|---------------------------------|----------------------------------|
| Gregg M. Galardi, Esq.          | Dion W. Hayes (VSB No. 34304)    |
| Ian S. Fredericks, Esq.         | Douglas M. Foley (VSB No. 34364) |
| SKADDEN, ARPS, SLATE, MEAGHER & | MCGUIREWOODS LLP                 |
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Counsel to the Debtors and  
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

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In re: : Chapter 11  
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CIRCUIT CITY STORES, INC., : Case No. 08-35653  
et al., :   
:   
Debtors. : Jointly Administered  
- - - - - x

**ORDER SETTING AN EXPEDITED HEARING  
ON THE DEBTORS' UTILITY MOTION**

Upon the motion (the "Motion")<sup>1</sup> of the Debtors for an order, pursuant to Bankruptcy Code section 105 and Rule 9013-1(M) and (N) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Eastern District of Virginia (the "Local Bankruptcy Rules"), requesting an expedited hearing and shortened notice on the Utility Motion; and the Court having reviewed the Motion and the Utility Motion; and the Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED AND DECREED that:**

1. The Motion is GRANTED.

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

2. A hearing will be held on February 17, 2009 at 10:00 a.m., prevailing Eastern Time, to hear and consider the Utility Motion.

3. Adequate notice of the relief sought in the Motion has been given and no further notice is required.

4. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: Richmond, Virginia  
February \_\_\_\_\_, 2009

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UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

Gregg M. Galardi, Esq.  
Ian S. Fredericks, Esq.  
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/s/ Douglas M. Foley  
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(804) 775-1000

Counsel to the Debtors and Debtors in Possession

**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Douglas M. Foley  
Douglas M. Foley

**EXHIBIT B**

|                                 |                                  |
|---------------------------------|----------------------------------|
| Gregg M. Galardi, Esq.          | Dion W. Hayes (VSB No. 34304)    |
| Ian S. Fredericks, Esq.         | Douglas M. Foley (VSB No. 34364) |
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FOR THE EASTERN DISTRICT OF VIRGINIA  
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et al., :  
:  
Debtors. : Jointly Administered  
- - - - - x

**CERTIFICATION FOR EXPEDITED HEARING**

The above-captioned debtors (collectively, the "Debtors") contemporaneously herewith are filing, the Motion of the Debtors, Pursuant to 11 U.S.C. § 105 and Local Bankruptcy Rule 9013-1(M), for an Order Setting an

Expedited Hearing on the Debtors' Motion Under  
Bankruptcy Code Section 366 to Modify Utility Order (the  
"Motion to Expedite").<sup>1</sup> In support thereof, and as  
required by Rule 9013-1(N) of the Local Bankruptcy Rules  
of the United States Bankruptcy Court for the Eastern  
District of Virginia, the undersigned counsel for the  
Debtors certify as follows:

1. I am a member of the Bar of this Court, and I  
have carefully examined these matters and there is a  
true necessity for an emergency hearing.

2. The necessity for this emergency hearing has  
not been caused by any lack of due diligence on my part,  
but has been brought about only by the circumstances of  
the Debtors' chapter 11 cases.

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the  
meanings ascribed to such terms in the Motion to Expedite.

3. Based upon the nature of the matters and the relief requested in the Motion to Expedite, no *bona fide* effort to resolve these matters without a hearing is possible.

\_\_\_\_/s/ Douglas M. Foley \_\_\_\_  
Douglas M. Foley

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